

B1 (Official Form 1)(4/10)

United States Bankruptcy Court District of Nevada				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Whitton Corporation			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See Attachment			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 88-0351140			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)		
Street Address of Debtor (No. and Street, City, and State): 1999 Whitney Mesa, Suite 120 Henderson, NV			Street Address of Joint Debtor (No. and Street, City, and State):		
ZIP Code 89014			ZIP Code		
County of Residence or of the Principal Place of Business: Clark			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
ZIP Code			ZIP Code		
Location of Principal Assets of Business Debtor (if different from street address above):					
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000 Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion				THIS SPACE IS FOR COURT USE ONLY	

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Whitton Corporation	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: center;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: center;"> _____ (Address of landlord) </div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition*(This page must be completed and filed in every case)*

Name of Debtor(s):

Whitton Corporation**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ Brett A. Axelrod
Signature of Attorney for Debtor(s)

Brett A. Axelrod 5859
Printed Name of Attorney for Debtor(s)

Fox Rothschild LLP
Firm Name
3800 Howard Hughes Parkway, Suite 500
Las Vegas, NV 89169

Address

(702) 262-6899 Fax: (702) 597-5503
Telephone Number

December 5, 2010
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Tom E. Hallett
Signature of Authorized Individual

Tom E. Hallett
Printed Name of Authorized Individual

President
Title of Authorized Individual

December 5, 2010
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

In re **Whitton Corporation**

Case No. _____

Debtor

FORM 1. VOLUNTARY PETITION

Other Names Attachment

All Other Names used by Debtor in the last 8 years:

1. FDBA South Tech-Polaris, LLC
2. FDBA South Tech Annie Oakley, LLC
3. FDBA South Tech Seven Hills, LLC
4. FDBA South Tech - Diablo, LLC
5. FDBA TEH Investments, LLC
6. FDBA South Tech - Rio, LLC
7. FDBA South Tech Dean Martin 7625, LLC
8. FDBA South Tech Stephanie 1000, LLC
9. FDBA South Tech Partners, LLC
10. FDBA South Tech Cheyenne 2475, LLC
11. FDBA South Tech Brooks 2750, LLC
12. FDBA South Tech Kleppe, LLC
13. FDBA South Tech Cheyenne West 2455A LLC
14. FDBA South Tech Greg, LLC
15. FDBA South Tech Glendale 155, LLC
16. FDBA South Tech Real Estate Services, LLC
17. FDBA South Tech Development, LLC
18. FDBA Desert Pacific Properties, L.L.C.
19. FDBA South Tech-Russell, LLC
20. FDBA South Tech Construction Corp.

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
WHITTON CORPORATION
IN LIEU OF A SPECIAL MEETING**

The undersigned, constituting all of the members of the Board of Directors of Whitton Corporation, a Nevada corporation (the "Company"), does hereby confirm that the Director(s) have signed this consent and the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as though adopted at a special meeting of the Board of Directors duly called and held for the purpose of acting upon proposals to adopt such resolutions in accordance with the laws of the State of Nevada:

RESOLVED, that in the reasonable business judgment of the Director(s) and the Company, a petition be filed by the Company seeking relief under the provisions of chapter 11 of Title 11 of the United States Code (the "Code") before the United States Bankruptcy Court, District of Nevada (the "Court").

IT IS FURTHER RESOLVED that the Company is directed to cause a petition seeking relief under the provisions of chapter 11 of Title 11 of the Code to be filed.

IT IS FURTHER RESOLVED, that Tom E. Hallett, President is hereby authorized, empowered and directed, on behalf of and in the name of the Company, to execute and verify or certify a petition under chapter 11 of the Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Nevada, the location of the Company's principal assets.

IT IS FURTHER RESOLVED that the law firm of Fox Rothschild, LLP, 3800 Howard Hughes Parkway, Suite 500, Las Vegas, Nevada 89169, be and hereby is, employed as attorneys for the Company in connection with the Company's bankruptcy case under chapter 11.

IT IS FURTHER RESOLVED that Province Real Estate Advisors, 5915 Edmond St., Suite 102, Las Vegas, Nevada 89118, be and hereby is, employed as financial advisors for the Company in connection with the Company's bankruptcy case under chapter 11.

Dated: December 3 2010.



Tom Hallett, Director

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
District of Nevada

In re **Whitton Corporation**

Debtor(s)

Case No.

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Bank of America Attn: Todd Baldi, Vice President 222 North LaSalle St., 17th Fl. Chicago, IL 60601	Todd Baldi, Vice President Bank of America todd.baldi@baml.com 222 North LaSalle St., 17th Fl. Chicago, IL 60601 312-499-3807	3950 E. Sunset Las Vegas, NV		3,596,743.00 (Unknown secured) (3,596,743.00 senior lien)
Bank of Las Vegas Attn: Pete Atkinson 1700 W. Horizon Ridge Pkwy. Ste 101 Henderson, NV 89012	Pete Atkinson Bank of Las Vegas Attn: Pete Atkinson 1700 W. Horizon Ridge Pkwy. Ste 101 Henderson, NV 89012 702-990-5900	2475 Cheyenne North Las Vegas, NV		2,714,213.00 (Unknown secured) (2,714,213.00 senior lien)
German American Capital Corporation c/o Kearny Capital Partners, Receiver Attn: Terrence S. Daly 222 Kearny Street, Suite 600 San Francisco, CA 94108	Terrence S. Daly German American Capital Corporation c/o Kearny Capital Partners, Receiver 222 Kearny Street, Suite 600 San Francisco, CA 94108 415-248-1163	1220 and 1250 Glendale Sparks, NV		3,314,710.00 (Unknown secured) (3,314,710.00 senior lien)
German American Capital Corporation c/o Kearny Capital Partners, Receiver Attn: Terrence S. Daly 222 Kearny Street, Suite 600 San Francisco, CA 94108	Terrence S. Daly German American Capital Corporation c/o Kearny Capital Partners, Receiver 222 Kearny Street, Suite 600 San Francisco, CA 94108 415-248-1163	155 Glendale Ave. Sparks, NV		2,479,004.00 (Unknown secured) (2,479,004.00 senior lien)
German American Capital Corporation c/o Robert McNamara, Receiver Attn: Benjamin Campbell, VOIT R.E. 10100 W. Charleston Blvd., Suite 200 Las Vegas, NV 89135	Robert McNamara, Receiver German American Capital Corporation c/o Benjamin Campbell, VOIT R.E. 10100 W. Charleston Blvd., Suite 200 Las Vegas, NV 89135 702-734-4500	2750 W. Brooks Ave. North Las Vegas, NV		2,017,153.00 (Unknown secured) (2,017,153.00 senior lien)

B4 (Official Form 4) (12/07) - Cont.

In re **Whitton Corporation**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
LSREF2 Nova Investments, LLC Cushman Wakefield, Receiver Attn: J. Eric Johnson 4435 Eastgate Mall, Suite 200 San Diego, CA 92121	J. Eric Johnson LSREF2 Nova Investments, LLC Cushman Wakefield, Receiver 4435 Eastgate Mall, Suite 200 San Diego, CA 92121 858-558-5665	2455 W. Cheyenne Las Vegas, NV		2,799,293.00 (Unknown secured) (2,799,293.00 senior lien)
LSREF2 Nova Investments, LLC Cushman Wakefield, Receiver Attn: J. Eric Johnson 4435 Eastgate Mall, Suite 200 San Diego, CA 92121	J. Eric Johnson LSREF2 Nova Investments, LLC Cushman Wakefield, Receiver 4435 Eastgate Mall, Suite 200 San Diego, CA 92121 858-558-5665	5480 S. Valley View Blvd. Las Vegas, NV		2,178,621.00 (Unknown secured) (2,178,621.00 senior lien)
LSREF2 Nova Investments, LLC Cushman Wakefield, Receiver Attn: J. Eric Johnson 4435 Eastgate Mall, Suite 200 San Diego, CA 92121	J. Eric Johnson LSREF2 Nova Investments, LLC Cushman Wakefield, Receiver 4435 Eastgate Mall, Suite 200 San Diego, CA 92121 858-558-5665	1000 Stephanie St. Henderson, NV		3,672,574.00 (Unknown secured) (3,672,574.00 senior lien)
LSREF2 Nova Investments, LLC Cushman Wakefield, Receiver Attn: J. Eric Johnson 4435 Eastgate Mall, Suite 200 San Diego, CA 92121	J. Eric Johnson LSREF2 Nova Investments, LLC Cushman Wakefield, Receiver 4435 Eastgate Mall, Suite 200 San Diego, CA 92121 858-558-5665	7625 Dean Martin Las Vegas, NV		1,977,539.00 (Unknown secured) (1,977,539.00 senior lien)
LSREF2 Nova Investments, LLC Cushman Wakefield, Receiver Attn: J. Eric Johnson 4435 Eastgate Mall, Suite 200 San Diego, CA 92121	J. Eric Johnson LSREF2 Nova Investments, LLC Cushman Wakefield, Receiver 4435 Eastgate Mall, Suite 200 San Diego, CA 92121 858-558-5665	835 and 855 Seven Hills Dr. Henderson, NV		8,000,000.00 (Unknown secured) (8,000,000.00 senior lien)
LSREF2 Nova Investments, LLC Cushman Wakefield, Receiver Attn: J. Eric Johnson 4435 Eastgate Mall, Suite 200 San Diego, CA 92121	J. Eric Johnson LSREF2 Nova Investments, LLC Cushman Wakefield, Receiver 4435 Eastgate Mall, Suite 200 San Diego, CA 92121 858-558-5665	5720 and 5770 Russell Rd. Las Vegas, NV		1,815,520.00 (Unknown secured) (1,815,520.00 senior lien)
U.S. Bank National Association c/o LNR Partners Attn: Nicola Hudson, VP 1601 Washington Ave., Ste. 700 Miami Beach, FL 33139	Nicola Hudson U.S. Bank National Association c/o LNR Partners, Inc. 1601 Washington Ave., Ste. 700 Miami Beach, FL 33139 305-695-5600	1215 and 1275 Kleppe Land and 1455 Deming Way, Sparks, NV		2,667,011.00 (Unknown secured) (2,667,011.00 senior lien)

B4 (Official Form 4) (12/07) - Cont.

In re **Whitton Corporation**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **December 5, 2010**Signature **/s/ Tom E. Hallett****Tom E. Hallett****President**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

Whitton Corporation
1999 Whitney Mesa, Suite 120
Henderson, NV 89014

Brett A. Axelrod
Fox Rothschild LLP
3800 Howard Hughes Parkway, Suite 500
Las Vegas, NV 89169

Bank of America
Attn: Todd Baldi, Vice President
222 North LaSalle St., 17th Fl.
Chicago, IL 60601

Bank of Las Vegas
Attn: Pete Atkinson
1700 W. Horizon Ridge Pkwy. Ste 101
Henderson, NV 89012

Capitol Bancorp Limited
Acct No 332410
Attn: John T. Haarala, Corporate Counsel
Capitol Bancorp Center
200 Washington Square North
Lansing, MI 48933

Clark County Assessor
c/o Bankruptcy Clerk
500 S. Grand Central Pkwy.
Box 551401
Las Vegas, NV 89155-1401

Clark County Treasurer
c/o Bankruptcy Clerk
500 S. Grand Central Pkwy.
Box 551220
Las Vegas, NV 89155-1220

Dept. of Employment, Training & Rehab
Employment Security Division
500 East Third Street
Carson City, NV 89713

Duane Morris LLP
Attn: Meagen E. Leary/Lucas Gjovig
Spear Tower
One Market Plaza, Suite 2200
San Francisco, CA 94105-1127

Duane Morris LLP
Attn: Lucas Gjovig
Spear Tower
One Market Plaza, Suite 2200
San Francisco, CA 94105-1127

Duane Morris LLP
Attn: Philip Wang
Spear Tower
One Market Plaza, Suite 2200
San Francisco, CA 94105-1127

German American Capital Corporation
c/o Kearny Capital Partners, Receiver
Attn: Terrence S. Daly
222 Kearny Street, Suite 600
San Francisco, CA 94108

German American Capital Corporation
c/o Robert McNamara, Receiver
Attn: Benjamin Campbell, VOIT R.E.
10100 W. Charleston Blvd., Suite 200
Las Vegas, NV 89135

Helios AMC, LLC
Acct No 100000421, 100000417, 10000409
Attn: Ravi Alimchandani
2 Embareadero Center, Suite 1360
San Francisco, CA 94111

Internal Revenue Service
P.O. Box 21126
DPN 781
Philadelphia, PA 19114

Jason R. Maier, Esq.
Greenberg Traurig, LLP
3773 Howard Hughes Pkwy., Suite 400
Las Vegas, NV 89169

Kolesar & Leatham, Chtd.
Attn: Joseph G. Went, Esq.
3320 W. Sahara Ave., Suite 320
Las Vegas, NV 89102

Lionel Sawyer & Collins
Attn: Cam Ferenbach, Esq.
300 So. Fourth St., Suite 1700
Las Vegas, NV 89101

LNR Partners, Inc.
Attn: Nicola Hudson
1601 Washington Ave., Suite 700
Miami Beach, FL 33139

LSREF2 Nova Investments, LLC
Cushman Wakefield, Receiver
Attn: J. Eric Johnson
4435 Eastgate Mall, Suite 200
San Diego, CA 92121

Michael Stein, Esq.
Snell & Wilmer, L.L.P.
3883 Howard Hughes Pkwy., Suite 1100
Las Vegas, NV 89169

Nevada Department of Taxation
Bankruptcy Section
555 E. Washington Ave., #1300
Las Vegas, NV 89101

South Tech Partners
5770 S. Valley View Blvd.
Las Vegas, NV 89108

State of Nevada Dept. of Motor Vehicles
Attn: Legal Division
555 Wright Way
Carson City, NV 89711

TEH Investments
5770 S. Valley View Blvd.
Las Vegas, NV 89108

Tom E. Hallett
5770 S. Valley View Blvd.
Las Vegas, NV 89108

Tom E. Hallett Sep. Property Trust
5770 S. Valley View Blvd.
Las Vegas, NV 89108

Tonya Hallett
5770 S. Valley View Blvd.
Las Vegas, NV 89108

U.S. Bank National Association
c/o LNR Partners
Attn: Nicola Hudson, VP
1601 Washington Ave., Ste. 700
Miami Beach, FL 33139

U.S. Bank National Association
800 Nicollet Mall, Ste. 200
Minneapolis, MN 55402

UMBRA Partners, LLC
3455 Cliff Shadows Parkway
Suite 220
Las Vegas, NV 89129

United States Trustee
300 Las Vegas Blvd. South #4300
Las Vegas, NV 89101